

Union Pacific Corporation

6-097A075



J. Ryan O'Connell
Senior Corporate Attorney

5958-10
RECORDATION NO. 5958-10 Filed 1425
APR 7 1986 -3 35 PM

10.00

April 1, 1986

Hon. James H. Bayne
Secretary
Interstate Commerce Commission
17th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Union Pacific Railroad Equipment
Trust No. 3 of 1971: Agreement
dated as of March 1, 1971

Dear Sir:

Enclosed please find an original and three counterparts of the document described below, which are to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Bill of Sale and Declaration of Payment, dated as of March 28, 1986, by Citibank, N.A., as Trustee under the above captioned Agreement, consenting that the record of its title to the equipment covered by such Agreement be cancelled and discharged. The Agreement is recorded under Recordation No. 5958.

I enclose a fee of \$10. Please return to me the original Agreement and any copies which you do not need for recordation. Kindly acknowledge receipt of this letter and its enclosures by stamping and returning to me the extra copy of this letter which I have enclosed. A postage paid, addressed envelope is enclosed for your convenience.

Very truly yours,

JRO'Connell

JRO'C:b
Encls.

cc: C. W. von Bernuth, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

4/8/86

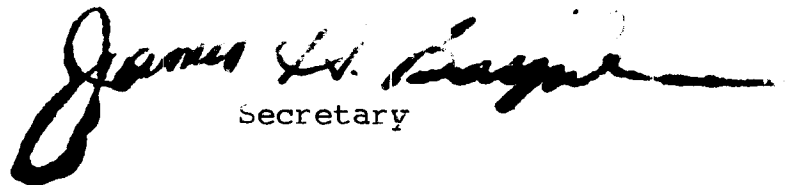
OFFICE OF THE SECRETARY

J. Ryan O'Connell
Senior Corporate Atty.
Union Pacific Corporation
345 Park Ave. N.W.
New York, N.Y. 10154

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/7/86 at 3:35pm and assigned re-
recording number(s). 5958-C Released

Sincerely yours,


Secretary

Enclosure(s)

5958 C
Filed 1925

BILL OF SALE
AND
DECLARATION OF PAYMENT

APR 7 1986 -3 35 PM
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Union Pacific Railroad Company, a Utah corporation (the "Company"), and Citibank, N.A. (formerly First National City Bank), a national banking association, as Trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of March 1, 1971, which was filed and recorded pursuant to Section 20c of the Interstate Commerce Act on February 25, 1971 and assigned Recordation No. 5958 and pursuant to which the Trustee has issued \$12,000,000 aggregate principal amount of Union Pacific Equipment Trust No. 3 of 1971 Equipment Trust Certificates; a First Supplemental Agreement, dated as of May 1, 1972, amending such Equipment Trust Agreement, which was filed and recorded pursuant to such Section 20c on June 1, 1972 and assigned Recordation No. 5958-A; and a Second Supplemental Agreement, dated as of May 1, 1978, amending such Equipment Trust Agreement, which was filed and recorded pursuant to such Section 20c on June 23, 1978 and assigned Recordation No. 5958-B (the Equipment Trust Agreement, as amended by the Supplemental Agreements, being hereinafter referred to as the "Agreement"), covering the construction and transfer of the units of new railroad equipment (the "Equipment") described in Schedule A thereto and hereto; and

WHEREAS, on March 1, 1986, the Company made the final payment due under the Agreement; and

WHEREAS, the Company has paid the Trustee the full aggregate purchase price for all the Equipment, together with interest, and any and all other payments as provided in the Agreement and the Company represents and warrants that it has performed all the covenants and conditions contained in the Agreement;

NOW, THEREFORE, Citibank, N.A. does hereby declare and acknowledge that to the best of its knowledge and belief and based on the foregoing, all the terms and conditions stipulated in the Agreement have been fully performed and that all monies payable thereunder have been fully paid.

WHEREUPON, Citibank, N.A. does hereby grant, bargain, sell and convey unto the Company, without recourse in any event, in any contingency or for any cause, the Equipment free and clear of all liens and encumbrances created in or retained by it under the Agreement, it being understood that Citibank, N.A. makes no other covenants of title, representations or warranties, expressed or implied, in law or in equity, with respect to any other liens or with respect to any other matters relating to the Equipment, including without limitation the existence of such Equipment, that the Equipment has not been previously released under the Agreement or that the Equipment has not suffered a Casualty Occurrence (as defined in the Agreement).

TO HAVE AND TO HOLD all and singular the Equipment unto the Company, its successors and assigns forever.

IN WITNESS WHEREOF, Citibank, N.A., has caused this instrument to be executed under its corporate seal by its officers thereunto duly authorized this 28th day of March, 1986.

CITIBANK, N.A.

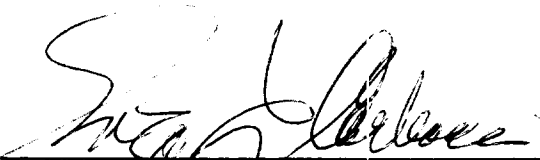
By: 
Assistant Vice President

Attest:


Trust Officer

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 28th day of March, 1986, before me personally appeared Patrick DeFelice, to me personally known, who being by me duly sworn, said that he is an Assistant Vice President of Citibank, N.A., the seal affixed to the foregoing instrument is the corporate seal of such corporation, and the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.


Notary Public

ENZO L. SAKUMA
Notary Public, State of New York
No. 43-5637395
Qualified in Richmond County
Filed in New York County
Term Expires March 30, 1986

Description of Equipment
as of 2/28/86

24	Diesel Electric Locomotives		
	Electro Motive Division		
	3098 to 3118	Inclusive	
	3120 to 3122	Inclusive	
4	Hopper Cars		
	Pullman Standard Division		
	78746 to 78749	Inclusive	
26	Wood Chip		
	Union Pacific Railroad Company		
	147765 to 147770	Inclusive	
	147772 to 147787	Inclusive	
	147789 to 147792	Inclusive	
80	Box Cars		
	Union Pacific Railroad Company		
	491050 to 491059	Inclusive	
	491061 to 491063	Inclusive	
	491067		
	491070 to 491074	Inclusive	
	491076 to 491077	Inclusive	
	491079		
	491081 to 491088	Inclusive	
	491090 to 491096	Inclusive	
	491098 to 491099	Inclusive	
	491101 to 491110	Inclusive	
	491112		
	491114		
	491117		
	491120		
	491122 to 491141	Inclusive	
	491143 to 491149	Inclusive	
21	Box Cars		
	Union Pacific Railroad Company		
	509036	509136	
	509038	509144	
	509064	509145	
	509069	509154	
	509079	509174	
	509084	509193	
	509098	509253	
	509102	509254	
	509106	509260	
	509108	509265	
	509114		